

NUTTER, McCLENNEN & FISH, LLP

RECORDATION NO.

20750-A  
FILED

ATTORNEYS AT LAW

OCT 15 '98

10-51 AM

ONE INTERNATIONAL PLACE  
BOSTON, MASSACHUSETTS 02110-2699

TELEPHONE: 617 439-2000 FACSIMILE: 617 973-9748

CAPE COD OFFICE  
HYANNIS, MASSACHUSETTS

DIRECT DIAL NUMBER  
(617) 439-2381

October 1, 1998  
101198-1

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street NW, Room 715  
Washington, D.C. 20423

OCT 15 10 51 AM '98  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Recordation of Railway Equipment

Dear Mr. Williams::

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) and 49 C.F.R. Section 1177, are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated as of October 2, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: BancBoston Leasing Inc.  
100 Federal Street  
Boston, MA 02110

Lessee: Merco Joint Venture, LLC  
c/o Eagle Land Management, Inc.  
110 W. Lancaster Avenue  
Wayne, PA 19087

A description of the railroad equipment covered by the enclosed documents is:

One hundred thirteen (113) used railcars, 23 Berwick cars MERX 0001 through MERX 0023 and 90 Johnstown America cars MERX 0024 through MERX 0113. One thousand twenty two rail car containers.

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In addition, enclose please find one (1) original and two (2) copies of the Release and Termination of Master Equipment Lease and Security Interest. The recordation number to be terminated is 20750, filed on June 30, 1997. Please file this termination promptly. The names and addresses of the parties to the release are:

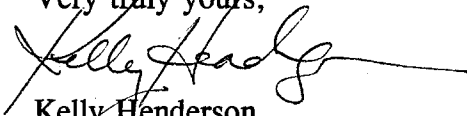
Lessor: Fleet Capital Corporation  
50 Kennedy Plaza  
Providence, RI 02903

Lessee: Merco Joint Venture, LLC  
31 Garden Lane  
Lawrence, NY 11559

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board for the requisite recordation fees.

Please return stamped copies of the enclosed documents as evidence of recordation to my attention.

Very truly yours,



Kelly Henderson

Enclosures

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**Release And Termination Of  
Master Equipment Lease And Security Interest**

AGREEMENT made as of the 1st day of October, 1998  
between FLEET CAPITAL CORPORATION, 50 Kennedy Plaza, Providence,  
RI 02903 ("Fleet") and MERCO JOINT VENTURE, LLC (formerly known  
as Merco Joint Venture), 31 Garden Lane, Lawrence, NY 11559  
("Merco").

**R E C I T A L S :**

A. Fleet, as lessor and lender and Merco, as lessee  
and debtor, are parties to a certain Equipment Security Agreement  
Schedule No. 31259-02, a Memorandum of Master Lease Agreement and  
UCC Financing Statements with respect to certain railroad cars  
hereinafter described.

B. A record of said transaction was duly filed with  
the United States Surface Transportation Board on June 30, 1997  
and assigned recordation number 20750.

C. The parties execute this instrument for the purpose  
of releasing and terminating said lease and security agreements  
and the recordation thereof.

**IT IS AGREED AS FOLLOWS:**

1. The Equipment Security Agreement (Schedule No.  
31259-02), the Memorandum of Lease Agreement and the UCC  
Financing Statements applicable to the property next described  
are hereby released and terminated.

<u>Quantity</u>	<u>Description</u>	<u>Serial No.</u>
23	Used Articulated Container Cars	MERX 0001 through MERX 0023
90	Used (2) Unit Articulated Railcars	MERX 00024 through MERX 0113

2. Either party may file this instrument with the United States Surface Transportation Board so as to satisfy and terminate recordation number 20750 filed on June 30, 1997 pursuant to 49 U.S.C. 11301 and 49 CFR 1177.3(c).

IN WITNESS WHEREOF, the parties have executed this instrument as of the date first above written.

FLEET CAPITAL CORPORATION

by Alexis M. Smith  
Vice President

MERCO JOINT VENTURE, LLC

by [Signature]  
President

## Lessor's Notary Form

STATE OF RHODE ISLAND )  
 ) ss:  
COUNTY OF PROVIDENCE )

On August 11, 1998 before me, Nellie Meireles  
(Notary Name and Title)

personally appeared Alexis M. Smith personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her signature(s) on the instrument the person(s), or the entity upon behalf of which the person acted, executed the instrument.

**Witness my hand and official seal.**

Signature: Nellie M. Spireles  
(Notary Public)

Expires: 4/27/2002

STATE OF NEW YORK     )  
                              ) ss:  
COUNTY OF NEW YORK    )

On October 1, 1998 before me personally came  
JOHN PICONE, to me known, who, being by me duly sworn, did depose  
and say that deponent is the President of Merco Joint Venture,  
LLC, the company described in, and which executed the foregoing  
Release and Termination of Master Equipment Lease and Security  
Interest; and that deponent was duly authorized to do so.

  
\_\_\_\_\_  
Notary Public

Shute Schlesselman  
Notary Public, State of New York  
No. 484887  
Qualified in Westchester County  
Commission Expires June 30, 2002

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